

**GENEDGE ALLIANCE  
Board of Trustees Meeting  
Friday, September 20, 2019**

**Hampton VA**

**Members Present**

Mr. Peter Bale  
Dr. John Dever  
Mr. Jim McEwan  
Mr. Doug Frost  
Mr. Rick Gagliano  
Dr. Jackie Gill Powell  
Mr. Roy Irvine  
Mr. Jeff Jaycox  
Mr. David Lohr  
Mr. Abdelkarim Moharram  
Dr. Wayne Stilwell

**Members Absent**

Dr. Makola Abdullah  
The Honorable Brian Ball  
Mr. Matthew Clarke  
Dr. John Downey  
Mr. Marc Foglia  
Ms. Tamea Franco  
Dr. Tiffany McKillop Franks  
Mr. Aviv Goldsmith  
Ms. Marilyn Hanover  
Dr. Brian Hemphill  
Mr. John Mead  
Mr. Wesley Reid

**Representative Present**

**Representative Absent**

Dr. Jaime Camelio

**Others Present:** Mr. Richard Alveraz (rep for Dr. Hemphill), Mr. Jose Colucci (NIST), Mr. Tony Cerilli, Mr. Josh Dawson, Ms. Cindy DeOms, Mr. Bill Donohue, Ms. Susan English (TNCC), Ms. Cindy Glisson, Mr. John Hagwood, Mr. Charles Harris (rep for Dr. Franks), Mr. Stuart Harris (TNCC), Ms. Flora Hezel (Attorney General), Mr. Mike Levy, Mr. Pete Miles, Dr. Dan Roberts (rep for Dr. Abdullah), Ms. Valerie Simpson, Mr. Sam Wolford and Mr. Dean Young.

~Call to Order~

Dr. Stilwell, called the meeting to order at 11:00 a.m. He welcomed everyone and thanked them for attending.

~Approval of Minutes~

Dr. Stilwell asked the board members to review the minutes from the June 21, 2019 meeting. Dr. Stilwell next asked for any additions, corrections, changes, or discussion to the minutes. With there being no changes, Mr. McEwan made a motion to accept the minutes, Mr. Doug Frost properly seconded and the minutes were approved.

~Thomas Nelson Community College (TNCC)~

Dr. John Dever began by welcoming the GENEDGE Board Members and guest to Thomas Nelson Community College. Next Mr. Stuart Harris and Ms. Susan English spoke on the TNCC AIM Initiative.

~Financial~

Mr. Dawson began by reviewing the Operating Metrics FY19 to June 30, 2019 year-end. Gross bookings were \$2,722,010. Gross billings totaled \$3,476,469. Net billings were \$1,479,181. Backlog was \$966,120 and net cash position was \$1,534,498.

Mr. Dawson next reviewed the bookings by program and billings by program. He then discussed the proposal pipeline stating that the number of proposals was 224, number of contracts booked were 199 and the number of new manufacturers was 62 all for FY19 (year-end).

Next Mr. Dawson reviewed the Operating Metrics YTD FY20 (two months). Gross bookings were \$1,680,119. Gross billings totaled \$610,453. Net billings were \$240,812. Backlog was \$1,808,361 and net cash position was \$2,582,178.

Mr. Dawson also discussed the FY20 proposal pipeline. The number of proposals is 52, there are 28 contracts booked and 8 of those bookings are considered new manufacturers.

Mr. Dawson concluded by discussing the waiver of Board Clearance and Requirements.

Mr. Lohr made a motion to accept the waiver. It was seconded by Mr. Jaycox and the waiver was accepted.

~Proposed Bylaws Changes~

Mr. Stilwell reviewed the GENEDGE Board By-Laws and informed the board that a pool of up to six board members with security clearances needs to be established. He stated that a process of ensuring members have security clearances needs to be initiated.

Mr. Stilwell concluded by stating that a vote was needed for approval. Ms. Simpson called the roll of the board members before and after the vote.

Mr. McEwen made a motion to approve the initiation process to obtain the pool of board members with security clearances. Mr. Frost and Mr. Jaycox seconded, and the motion was approved.

~ Board Officer Election & Appointments~

Dr. Stilwell informed the board that volunteers were needed for the committee to elect new board officers for 2020. Mr. Gagliano and Mr. Jaycox volunteered.

Dr. Stilwell concluded by informing the board members that they will vote at the December meeting to accept the new board officers.

~Enabling Legislation Discussion~

Ms. Hezel began by reviewing the current Enabling Legislation. Ms. Hezel stated that GENEDGE should seek external council to help resolve the current identity crisis as to whether GENEDGE is viewed by Appropriations Act as a state agency because currently GENEDGE doesn't have an agency code.

Ms. Hezel concluded by recommending The Weldon Cooper Center at UVA as a potential third-party provider to assist GENEDGE in restructuring the Enabling Legislation.

A motion to consider seeking outside council was made, properly seconded and approved.

~Secretarial Review~

Mr. Donohue began by sharing the secretarial review which states GENEDGE is eligible for a five-year extension of the current NIST MEP cooperative agreement. This option, which can be awarded by the Secretary of the United States Department of Commerce, Wilbur Ross.

The review also states that twelve centers total are eligible, and timing requires that the process be complete late this fall. It requires a written narrative and recommendation to be submitted from the Director of NIST MEP to proceed.

Mr. Donohue concluded by reviewing and discussing the risks, actions and plan to complete an Amendment of the narrative draft for review for MEP consideration by 30 September.

~Succession Management Discussion~

Mr. Donohue next discussed the Succession Management for GENEDGE. He stated that there are major tasks ahead beginning with requesting Board voluntary assistance to work with the Executive Director to develop the next update. The Update needs to address mission critical functions and positions, along with capacity and capability risks. Next Mr. Donohue stated that the Update needs to incorporate use of Individual Development Plans for employee input.

Mr. Abdelkarim Moharram agreed to act as the board representative with Mr. Donohue regarding the matter.

~Other Business / Public Comment / Adjournment~

Dr. Stilwell asked for new business and public comment. There being none, the meeting was adjourned.